

TCFC FINANCE LIMITED

25th July, 2020

To,
The Manager
Listing Department,
BSE Limited
P.J Towers, Dalal Street,
Fort, Mumbai - 400 001

Scrip Code: 532284

Sub : Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2020

Sir/Madam,

In compliance of Regulation 24A of SEBI (Listing Obligation Disclosure 2015, Requirement) Regulation, please find the enclosed the scanned copy of the Annual Secretarial Compliance Report for the financial year 2019-2020.

Thanking you,

For TCFC Finance Limited

**Kinjal Sheth
Company Secretary**

Encl: As Above

CIN No.: L65990MH1990PLC057923

Reg Off-501/502, Raheja Chambers, Nariman Point, Mumbai- 400021. •Tel.: 22844701 / 0736;22819237.

E-mail: companysecretary@tcfcfinance.com / investorservicesOtcfcfinance.com

Website: www.tcfcfinance.com

Secretarial Compliance Report of TCFC Finance Limited for the year ended March 31,2020

We, **Aabid & Company**, have examined:

- (a) all the documents and records made available to us and explanation provided by **TCFC Finance Limited (“the listed entity”)**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2020 (“Review Period”) in respect of compliance with the provisions of :
 - (a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable during the reporting period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable during the reporting period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable during the reporting period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the reporting period**



- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Depository Act, 1996 and the Regulations and Bye-laws framed there under;
- (j) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; not applicable during the reporting period;
- (k) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act;
- (l) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
Not Applicable during the reporting period
- (m)..... (other regulations as applicable) and circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Non Submission of Certificate under Regulation 40(9), (10) of SEBI (LODR) Regulations 2015.	Warning received via email	Due to impact of covid-19 the Company made a delay in filing of the same.
2.	BSE Limited	Non submission of Reconciliation of Share Capital Audit Report in XBRL Format under regulation 55A of SEBI (LODR) Regulations 2015 for the quarter ended March 2020	Warning received via email	Due to impact of covid-19 the Company made a delay in filing of the same.



3.	BSE Limited	Non Submission of Shareholding pattern under Regulation 31 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Warning received on 25 th May, 2020 via email and the BSE has vide its email dated 2 nd June, 2020 fine amounting to Rs. 37760/-	Due to impact of covid-19 the Company made a delay in filing of the same. Also, The Company has replied to BSE on 3 rd June, 2020 seeking waiver for imposition of penalty due to lockdown restriction during the said period.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Date: July 24,2020
Place: Mumbai



For Aabid & Co.
Company Secretaries

Aabid
CS Mohammed Aabid
Partner
Membership No: 6579
CoP No: 6625
UDIN:F006579B000497014

Disclaimer: We are providing this report on the request of managements of the Company and due to impact of Covid-19 no physical verification of documents could be made. However we were provided required documents and details via email.